

# TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1150.  
FILED, JULY 23rd. 1964.

F R A

FRANCOEUR MINES LIMITED

Full corporate name of Company

Incorporated under the provisions of the Dominion Companies Act as Francoeur Gold Mines, Limited by Letters Patent dated May 27, 1932; by Supplementary Letters Patent dated August 8, 1956 the Company's Particulars of incorporation (e.g., incorporated under Part IV of the Corporations Act, 1953 capital stock was (Ontario) by Letters Patent dated May 1st, 1957). Reference is made altered and its name to previous Filing changed to Francoeur Statement No. 783. Mines Limited.

## FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,

an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	a) Change in effective control of the Company (see Item 20(a) hereof). b) Underwriting and option agreement (see Item 6 hereof).
2. Head office address and any other office address.	Head Office: Suite 509, 25 Adelaide Street West, Toronto 1, Ontario.  Upon acceptance for filing of this filing statement by the Toronto and Canadian Stock Exchanges the head office address of the Company will be changed to Suite 400, 112 King Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director: S. A. PERRY, Apt. 712, 1 Benvenuto Place, Toronto 7, Ontario. Corporate Secretary and Professional Mining Executive. Vice-President & Director: F. M. FIELDER, 561 Avenue Road, Toronto 7, Ontario. Mining Executive. Secretary-Treasurer & Director: G. D. PATTISON, 235 Dawlish Avenue, Toronto 12, Ontario. Corporate Secretary and Professional Mining Executive. Asst. Sec. Treas. & Director: R. D. BELL, 7 Mt Mount Drive, Willowdale, Ontario. Corporate Secretary and Professional Mining Executive. Director: W. P. MACKLE, Kenora, Ontario. Consulting Engineer. Director: G. H. HAWKER, 1246 Crossfield Bend, Port Credit, Ontario. Accountant. Director: W. E. ESSERY, 64 Walmer Road, Toronto 4, Ontario. Chartered Accountant.  It is understood that the following persons will constitute the Board of Directors and Officers of the Company when the transaction referred to in Section 20 has been completed:  President & Director: JOHN C. L. ALLEN, 3 Clarendon Crescent, Toronto 7, Ontario. Stockbroker. Vice-President & Director: J. GEORGE BOECKH, 85 The Bridle Path, Don Mills, Ontario. Manufacturer. Secretary-Treasurer & Director: MISS B. A. ARGO, 3 Broadway Avenue, Toronto 12, Ontario. Company Secretary. Director: ROBERT C. STANLEY, Jr., 3902 - 122 East 42nd Street, New York, N.Y., U.S.A. Mining Executive. Director: PETER K. HAWLEY, 27 Dundas Street South, Oakville, Ontario. Stockbroker. Director: DOMINIC M. GIACHINO, Apt. 203, 80 Heath Street West, Toronto 7, Ontario. Mining Engineer. Director: DOROTHY BURLINGHAM, 140 Jameson Avenue, Toronto 3, Ontario. Secretary.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: \$1,200,000.00 divided into 6,000,000 shares of no par value. Issued and outstanding: 4,593,333 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated July 20, 1964 John C. L. Allen Limited, Member of the Toronto Stock Exchange, has agreed subject to acceptance for filing of this filing statement by the Toronto and Canadian Stock Exchanges, to purchase forthwith 400,000 shares of the Company's capital stock at the price of 15¢ per share for a total purchase price of \$60,000.00. In consideration of the foregoing the Company will grant John C. L. Allen Limited the right and option to purchase all or any part of an additional 600,000 shares of the Company as follows:  200,000 shares @ 20¢ per share within 90 days of the effective date; 200,000 " @ 25¢ " " " 180 " " " " " 200,000 " @ 30¢ " " " 270 " " " " "
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	John C. L. Allen Limited has entered into the aforesaid agreement on behalf of its client, Wright-Hargreaves Mines Limited, Suite 400, 112 King Street West, Toronto. The shares of Wright-Hargreaves Mines Limited are listed for trading on the Toronto Stock Exchange. The only company holding a greater than 5% interest in the shares of Wright-Hargreaves Mines Limited is Lake Shore Mines Limited.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The proceeds of the sale of treasury shares referred to in Item 6 will be used for the following purposes: a) to pay the current liabilities of the Company; b) to resume exploration and development operations on the Company's property in the Township of Beauchastel, Quebec, in accordance with the recommendations contained in the report of W. D. Beaton, M.Sc., attached. c) general administrative corporate expenses incurred in the ordinary course of business.



# FINANCIAL STATEMENTS

## FRANCOEUR MINES LIMITED

(Incorporated under the laws of the Government of Canada)

### BALANCE SHEET

June 30, 1964

#### - ASSETS -

Cash . . . . .		313.82
Investment in and advances to subsidiary company, at nominal value . . . . .		1.00
Mining Claims and property, at cost (\$18,071.77 cash and \$108,000.00 attributed to shares of the company's capital stock issued for claims and property)		126,071.77
Preproduction expenditures:		
Balance unamortized at December 31, 1963	238,797.74	
Expenditures for the six month period ended June 30, 1964	<u>3,809.07</u>	242,606.81
Other deferred expenditures:		
Reorganization expenses. . . . .	3,829.80	
Commissions paid on sale of capital stock	<u>40,000.00</u>	<u>43,829.80</u>
		<u>\$412,823.20</u>

#### - LIABILITIES -

Current liabilities		
Accounts payable . . . . .	3,473.06	
Loans payable . . . . .	<u>2,500.00</u>	5,973.06
Capital and deficit:		
Capital stock:		
Authorized:		
6,000,000 shares without par value		
Issued and fully paid:		
4,598,333 shares . . . . .	884,666.60	
Deficit (no change during period) . .	<u>477,816.46</u>	<u>406,850.14</u>
		<u>\$412,823.20</u>

APPROVED

DIRECTOR

DIRECTOR

## FRANCOEUR MINES LIMITED

### STATEMENT OF DEFERRED EXPENDITURES

For the six month period ended June 30, 1964.

#### Exploration expenditures

Licenses . . . . .	246.22	
Consulting fees. . . . .	500.00	
Workmens compensation. . . . .	<u>40.00</u>	786.22

#### Head office expenditures

Accounting and secretarial services. .	1,200.00	
Government fees. . . . .	166.00	
Share issue and transfer expenses. . .	761.85	
Legal and audit. . . . .	537.50	
Annual report. . . . .	348.71	
Miscellaneous. . . . .	<u>8.72</u>	<u>3,022.85</u>
		<u>\$3,809.07</u>

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 1964

Decrease in working capital . . . . .	3,809.07
---------------------------------------	----------

Exploration expenditures . . . . .	786.22
Head office expenditures . . . . .	<u>2,022.85</u>
	3,809.07

Director

Director

### PROPERTY AND LOCATION

THE FRANCOEUR MINING PROPERTY LIES IN THE EXTREME WEST CENTRAL PART OF BEAUCHASTEL TOWNSHIP, TEMISCAMINGUE COUNTY, QUEBEC. IT IS CONNECTED BY ROAD TO THE VILLAGE OF ARNTFIELD WHICH LIES  $1\frac{1}{2}$  MILES SOUTH EAST OF THE PROPERTY. THE TWIN CITIES OF ROUYN-NORANDA LIE 12 MILES EAST OF ARNTFIELD ON HIGHWAY 59.

THE FRANCOEUR MINING PROPERTY CONSISTS OF 1313.74A HELD AS  
FOLLOWS:

<u>CONCESSION NUMBER</u>	<u>DATE</u>	<u>DESCRIPTION</u>	<u>ACREAGE</u>
194	18 DECEMBER 1929	BLOCK No. 27	194
322	12 DECEMBER 1941	NORTHWEST CORNER BLOCK	"0"
		WESTERN PART BLOCK 157	- 152.16
		ALL BLOCK 158	- 222.7
326	20 JULY 1942	BLOCK 159	- 568.86
		TOTAL	-

<u>DL NUMBER</u>	<u>RENEWED TO</u>	<u>DESCRIPTION</u>	<u>ACREAGE</u>
459 C	26 MAY 1965	T 3006	
		T 3007	77
582 C	5 AUGUST 1964	R 9853	
		R 9854	60.8
864 C	11 DECEMBER 1964	ML 2055-C	186
865 C	16 DECEMBER 1964	R 10780	
		ML 2055-D	187.08
866 C	19 NOVEMBER 1964	R 10533	
		R 10534	97.4
867 C	19 NOVEMBER 1964	R 10535	
		R 10536	136.6
		TOTAL	744.88

THE PROPERTY WAS ORIGINALLY STAKED IN 1923 BY THE PIONEER SYNDICATE (LATER THE TOWAGMAC EXPLORATION COMPANY LIMITED) FOLLOWING THE DISCOVERY OF GOLD NEAR WHAT IS NOT THE EAST PROPERTY BOUNDARY (BLOCK 27).



DIAMOND DRILLING TO THE WEST OF THE ORIGINAL FIND LED TO THE DISCOVERY OF TWO MORE ORE ZONES AND LATER DIAMOND DRILLING OUTLINED A ZONE TO THE NORTH.

THE MINE CAME INTO PRODUCTION IN AUGUST, 1938 AND OPERATIONS WERE SUSPENDED ON MARCH 31, 1947. REASONS FOR THE SHUT DOWN HAVE BEEN ASCRIBED TO RISING OPERATING COSTS, INADEQUATE LABOR, INADEQUATE DEVELOPMENT AND INADEQUATE MILLING CAPACITY. THE FOLLOWING IS THE PRODUCTION RECORD BETWEEN AUGUST 1938 AND MARCH 31, 1947:

TONS MILLED	570,708 T
GOLD OUNCES PRODUCED	92,601.88 oz.
AVERAGE GOLD CONTENT	0.186 oz/t
GOLD SILVER RATIO	915:85
VALUE OF METALS RECOVERED	\$ 3,948,132.58

#### GEOLOGY

THE PROPERTY IS UNDERLAIN BY AN ASSEMBLAGE OF KEEWATIN VOLCANICS VARYING IN COMPOSITION FROM ANDESITE TO RHYOLITE WHICH STRIKE WEST AND NORTH OF WEST AND DIP  $40^{\circ}$  -  $50^{\circ}$  TO THE NORTH. THE PRINCIPAL INTRUSIVE ROCK IS DIORITE WITH MINOR SYENITE AND APLITE INTRUSIONS.

THE MAIN AND MOST ECONOMICALLY SIGNIFICANT STRUCTURAL ELEMENT ON THE PROPERTY IS THE FRANCOEUR SHEAR. THIS SHEAR WHICH CROSSES THE PROPERTY STRIKING WEST AND DIPPING  $40^{\circ}$  -  $50^{\circ}$  TO THE NORTH VARIES IN WIDTH FROM 30 - 100 FEET. THE HIGH DEGREE OF SHEARING WHICH CHARACTERIZES THIS ZONE HAS PRODUCED A HIGH DEGREE OF SCHISTOSITY AND CHLORITIC ALTERATION IN THE ORIGINAL ROCKS. THE SHEAR ALSO CONTAINS ADDITIONAL CARBONATE, QUARTZ SEAMS, PYRITE MINERALIZATION AND MORE LOCALLY GOLD ORE. THREE OF THE FOUR KNOWN ORE DEPOSITS ARE LOCATED IN THIS SHEAR ON THE FLANKS OF MINOR FLEXURES.

THE FOURTH ORE DEPOSIT IS LOCATED IN A SMALL SHEAR ZONE NORTH OF THE FRANCOEUR SHEAR. IT HAS THE SAME STRIKE AS THE MAJOR SHEAR BUT DIPS  $65^{\circ}$  TO THE SOUTH.

#### ORE OCCURRENCES

THE 4 KNOWN ORE BODIES ON THE FRANCOEUR PROPERTY HAVE SEVERAL FEATURES.

1. ALL ORE IS FOUND IN FAULT ZONES.
  2. THE ORE COMMONLY REDDISH IN COLOUR DUE TO HEMATITE STAIN AND ANKERITE IS MODERATELY TO HIGHLY SILICEOUS WITH VARYING AMOUNTS OF CARBONATE AND FINELY DISSEMINATED PYRITE.
  3. VISIBLE GOLD IS RARE.
  4. THE CONTROL APPEARS TO BE STRUCTURAL RATHER THAN LITHOLOGIC.
  5. MINOR FLEXURES IN THE SHEAR ZONES APPEAR TO BE AREAS CONDUSIVE TO THE DEPOSITION OF GOLD.
  6. THE ORE SHOOTS EXTEND DOWN DIP WITH VARYING PITCH.
- TWO SHAFTS WERE SUNK ONE WITH 3 LEVELS THE OTHER WITH 4 AND OVER 10,000 FEET OF DRIFTING WAS DONE.

AFTER A STUDY OF OLD MINE REPORTS AND PREVIOUS VALUATIONS AS WELL AS SEVERAL TRIPS TO THE PROPERTY DURING THE MONTHS OF MAY AND JUNE 1964, THE AUTHOR CALCULATES THAT AT THE TIME OF WRITING THERE ARE 135,000 TONS AT 0.185 oz/t OF PROVEN ORE AND 165,000 TONS AT 0.205 oz/t OF PROBABLE ORE AVAILABLE.

#### RECOMMENDATIONS

A) A SURFACE DIAMOND DRILLING PROGRAM BE UNDERTAKEN TO TEST THE CENTRAL AND WEST ZONES TO FURTHER TEST THE ORE AT DEPTH BELOW THE OLD WORKINGS. AN INITIAL PROGRAM OF 7 DIAMOND DRILL HOLES TOTALING 6000 FEET AT A COST OF \$25,000 (THIS INCLUDES ALL DRILLING COSTS, ENGINEERING COSTS AND DRILL CORE STORAGE COSTS) IS SUGGESTED.

B) UNDERGROUND EXPLORATION WHICH WOULD INCLUDE DEWATERING, RE-EXAMINATION OF THE WORKINGS, REPAIRS TO THE NO. 2 SHAFT COLLAR, THE DRIVING OF SEVERAL CROSS-CUTS INTO THE HANGING WALL ON THE LOWER LEVEL TO PROVIDE DRILLING BASES TO DRILL DOWN HOLES TO FURTHER TEST DOWNWARD ORE EXTENSIONS.

CERTIFICATE

I, WILLIAM D. BEATON, OF THE CITY OF NORANDA, IN THE PROVINCE OF QUEBEC, CANADA, DO HEREBY CERTIFY THAT:

1. I AM A GRADUATE GEOLOGIST RESIDING AT 2 - 16TH STREET, NORANDA, QUEBEC.
2. I AM A GRADUATE OF MICHIGAN COLLEGE OF MINING AND TECHNOLOGY WITH THE DEGREES OF BACHELOR OF SCIENCE IN GEOLOGICAL ENGINEERING (1960) AND MASTER OF SCIENCE IN GEOLOGICAL ENGINEERING (1962).
3. I AM PRESENTLY EMPLOYED ON THE GEOLOGICAL STAFF OF MALARTIC GOLDFIELDS LIMITED.
4. I HAVE NO PERSONAL INTEREST, EITHER DIRECTLY OR INDIRECTLY IN THE PROPERTIES OR SECURITIES OF FRANCOEUR MINES LIMITED AND DO NOT EXPECT TO RECEIVE ANY SUCH INTEREST.
5. THIS REPORT ON FRANCOEUR MINES LIMITED PROPERTY IN BEAUCHASTEL, TOWNSHIP NORANDA AREA, QUEBEC IS BASED ON SEVERAL PERSONAL VISITS TO THE PROPERTY DURING THE MONTHS OF MAY AND JUNE, 1964 AND A PERSONAL STUDY OF THE COMPANY RECORDS AND REPORTS AND OF PREVIOUS REPORTS BY B. S. W. BUFFAM, MARCH 10, 1947; J. E. HAWLEY, JUNE 1947 AND 1948; A. F. MATHESON, FEBRUARY, 1950; H. J. BERGMANN, 1962; AND W. F. BROWN, 1962.

*W. D. Beaton*

W. D. BEATON, B. Sc., M. Sc.

NORANDA, QUEBEC  
JULY 20, 1964

July 22, 1964.

Officers and Directors,  
Francoeur Mines Limited,  
25 Adelaide Street West,  
Toronto, Ontario.

Dear Sirs:

In connection with the report on Francoeur Mines Limited by Mr. W. D. Beaton, dated July 20, 1964, the objective of the recommendations is to outline sufficient ore to justify putting the property into production on a shipping basis of 300 tons of ore per calendar day to the mill at Wasamac Mines which, incidentally, is being constructed to handle this quantity of outside ore on a custom basis.

The cost of the recommended underground exploration program is estimated to be \$150,000.

Yours very truly,

LITTLE LONG LAC GOLD MINES LIMITED

*D. M. Giachino*

DWG/SK

D. M. Giachino.



10. Brief statement of company's chief development work during past year.	No development work was performed during the past year on the Company's property in the Township of Beauchatel, Quebec.																		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None																		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable																		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable																		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><thead><tr><th><u>Registered Holder</u></th><th><u>No. of Shares</u></th><th><u>Beneficial Owner</u></th></tr></thead><tbody><tr><td>E. H. Pooler &amp; Co. Ltd., Toronto</td><td>817,600</td><td>See Item 16</td></tr><tr><td>Hollinger Consolidated Gold Mines Ltd., Toronto</td><td>333,328</td><td>Registered Holder</td></tr><tr><td>John L. Appelbaum &amp; Company Ltd., Toronto</td><td>290,000</td><td>Registered Holder</td></tr><tr><td>Houston &amp; Co., Toronto</td><td>278,294</td><td>See Item 16</td></tr><tr><td>James Richardson &amp; Sons, Winnipeg</td><td>179,300</td><td>" " "</td></tr></tbody></table>	<u>Registered Holder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>	E. H. Pooler & Co. Ltd., Toronto	817,600	See Item 16	Hollinger Consolidated Gold Mines Ltd., Toronto	333,328	Registered Holder	John L. Appelbaum & Company Ltd., Toronto	290,000	Registered Holder	Houston & Co., Toronto	278,294	See Item 16	James Richardson & Sons, Winnipeg	179,300	" " "
<u>Registered Holder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>																	
E. H. Pooler & Co. Ltd., Toronto	817,600	See Item 16																	
Hollinger Consolidated Gold Mines Ltd., Toronto	333,328	Registered Holder																	
John L. Appelbaum & Company Ltd., Toronto	290,000	Registered Holder																	
Houston & Co., Toronto	278,294	See Item 16																	
James Richardson & Sons, Winnipeg	179,300	" " "																	
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>Upon the completion of the purchase of 1,116,500 shares of the Company now issued and 400,000 shares underwritten (see Item 6 hereof), Wright-Hargreaves Mines Limited may be in a position to materially affect control of the Company. The next four largest registered shareholders will then be:</p> <table><thead><tr><th><u>Registered Holder</u></th><th><u>No. of Shares</u></th><th><u>Beneficial Owner</u></th></tr></thead><tbody><tr><td>Hollinger Consolidated Gold Mines Ltd., Toronto</td><td>333,328</td><td>Registered Holder</td></tr><tr><td>Houston &amp; Co., Toronto</td><td>243,600</td><td>Not Known</td></tr><tr><td>E. H. Pooler &amp; Co. Ltd., Toronto</td><td>241,700</td><td>" "</td></tr><tr><td>James Richardson &amp; Sons, Winnipeg</td><td>131,200</td><td>" "</td></tr><tr><td>Doherty Roadhouse &amp; Co., Toronto</td><td>146,770</td><td>" "</td></tr></tbody></table> <p>Messrs. R. C. Stanley, Jr., J. George Boeckh, John C. L. Allen, P. K. Hanley and Miss B. A. Argo, who will become directors and/or officers of the Company when the change in effective control has been completed, are also directors and/or officers of Wright-Hargreaves Mines Limited.</p>	<u>Registered Holder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>	Hollinger Consolidated Gold Mines Ltd., Toronto	333,328	Registered Holder	Houston & Co., Toronto	243,600	Not Known	E. H. Pooler & Co. Ltd., Toronto	241,700	" "	James Richardson & Sons, Winnipeg	131,200	" "	Doherty Roadhouse & Co., Toronto	146,770	" "
<u>Registered Holder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>																	
Hollinger Consolidated Gold Mines Ltd., Toronto	333,328	Registered Holder																	
Houston & Co., Toronto	243,600	Not Known																	
E. H. Pooler & Co. Ltd., Toronto	241,700	" "																	
James Richardson & Sons, Winnipeg	131,200	" "																	
Doherty Roadhouse & Co., Toronto	146,770	" "																	
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th><u>Book Value</u></th><th><u>Market Value</u></th></tr></thead><tbody><tr><td>988,000 shares Radisson Gold Mines Limited</td><td>\$1.00</td><td>nil</td></tr></tbody></table>		<u>Book Value</u>	<u>Market Value</u>	988,000 shares Radisson Gold Mines Limited	\$1.00	nil												
	<u>Book Value</u>	<u>Market Value</u>																	
988,000 shares Radisson Gold Mines Limited	\$1.00	nil																	
18. Brief statement of any lawsuits pending or in process against company or its properties.	None																		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None																		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>a) Subject to the acceptance of this filing statement by the Toronto and Canadian Stock Exchanges, Wright-Hargreaves Mines Limited will purchase 1,116,500 of the issued and outstanding shares of the Company including all of the holdings of John L. Appelbaum &amp; Company Ltd. and a substantial part of the holdings registered in the name of E. H. Pooler &amp; Co. Ltd.</p> <p>b) The 1,116,500 shares of the Company being acquired by Wright-Hargreaves Mines Limited (see Item 20(a) hereof) and the 400,000 shares being underwritten (see Item 6 hereof) are being acquired by Wright-Hargreaves Mines Limited for investment purposes. The shares of the Company are therefore not in the course of primary distribution to the public.</p> <p>c) There are no other material facts to report.</p>																		

DATED July 20, 1964

**CERTIFICATE OF THE COMPANY**

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

FRANCIS MINES LIMITED

"S.A. Perry"                      CORPORATE SEAL  
Director

"G.D. Pattison"                      Director

**CERTIFICATE OF UNDERWRITER OR OPTIONEE**

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JOHN C. L. ALLEN LIMITED

"J.D. McVittie"                       
Vice Pres

"W.H. Gill"